

Objection Deadline: August 22, 2016 at 4:00 p.m. (Prevailing Eastern Time)

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*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF RETENTION OF MAPLES AND CALDER
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

PLEASE TAKE NOTICE that, on June 10, 2016, Gawker Media LLC, and on June 12, 2016, Gawker Media Group, Inc. and Kinja Kft. (Gawker Media LLC, Gawker Media Group, Inc., and Kinja Kft, together, the “Debtors”) each filed a voluntary petition commencing chapter 11 cases under the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that on June 20, 2016, the Debtors filed their *Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [Dkt. No. 53] (the “Motion”). On July 13, 2016, the Court entered the *Order Authorizing the Employment and Compensation of Certain Professionals in the Ordinary Course of Business* [Dkt. No. 86] (the “OCP Order”).

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.’s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

PLEASE TAKE FURTHER NOTICE that the firm Maples and Calder (the “Firm”) seeks retention as an ordinary course professional for the Debtors, and undersigned counsel for the Debtors hereby files this notice, and the Firm’s accompanying OCP Declaration attached as Exhibit A hereto and the OCP Questionnaire attached as Exhibit B hereto, in accordance with the terms of the OCP Order.² The Firm provides corporate advisory services.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Firm’s retention as an ordinary course professional under the OCP Order shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers pursuant to Local Bankruptcy Rule 9028-1 and served so as to be actually received no later than **4:00 p.m. on August 22, 2016 (prevailing Eastern Time)** (the “Objection Deadline”) upon the following parties: (i) the Debtors, Gawker Media LLC, 114 Fifth Avenue, 2d Floor, New York, NY 10011, Attn: Heather Dietrick (heather@gawker.com); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com); (iii) the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Greg Zipes and Susan Arbeit; (iv) counsel for the Official Committee of Unsecured Creditors, Simpson Thacher & Bartlett, 425 Lexington Avenue, New York, New York 10017, Attn: Sandy Qusba (squsba@stb.com) and William T. Russell (wrussell@stblaw.com); (v) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C. Harris (adam.harris@srz.com); (vi) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller (david.heller@lw.com) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon (keith.simon@lw.com); (vii) counsel to the Stalking Horse Bidder, Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004; Attn: Michael H. Torkin, Esq. (torkinm@sullcrom.com) and Alexa J. Kranzley, Esq. (kranzleya@sullcrom.com); (viii) Maples and Calder, PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands, Attn: Finn O’Hegarty (finn.ohegarty@maplesandcalder.com) and Suzanne Correy (suzanne.correy@maplesandcalder.com) and (ix) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that, pursuant to the OCP Order, if no objections are asserted by the Objection Deadline, the retention, employment, and compensation of the Firm will be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order of the Court; *provided* that, if an Objection is asserted and such Objection cannot be resolved within twenty (20) days, the Debtors shall schedule the matter for a hearing before the Court.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the OCP Order.

PLEASE TAKE FURTHER NOTICE that copies of the Motion, the OCP Order, and any other pleadings may be obtained free of charge by visiting the website of Prime Clerk LLC at <https://cases.primeclerk.com/gawker>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: August 12, 2016
New York, New York

/s/ Gregg M. Galardi
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stacy.dasaro@ropesgray.com

*Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Form of OCP Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION IN SUPPORT OF
EMPLOYMENT AND RETENTION OF MAPLES AND CALDER AS A
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, Suzanne Correy, declare as follows:

1. I am a partner of the firm Maples and Calder (the "Firm"), which has been employed by the debtors in possession in the above-captioned case (the "Debtors") in the ordinary course of its business. The Debtors wish to employ and retain the Firm to continue providing such ordinary course services during the chapter 11 cases. This declaration is submitted in compliance with the Order Authorizing The Employment and Compensation of Certain Professionals in the Ordinary Course of Business (the "OCP Order").

2. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these

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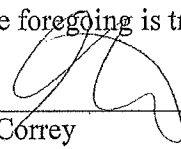
chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

3. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCP Order, through the submission of an invoice and detailed time records based on the hourly rates set forth below, plus reimbursement of actual necessary expenses and other charges incurred by the Firm. The principal attorneys designated to represent the Debtors and their current standard hourly rates are as follows: Suzanne Correy – US\$900 and Finn O'Hegarty – US\$700.

4. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with said client's case. The expenses charged to clients include, among other things, phone call, printing, courier and scanning expenses and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

5. Except as provided in the OCP Order, no representations or promises have been received by the Firm as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with this chapter 11 case.

I declare under penalty of perjury that the foregoing is true and correct.



Suzanne Correy

Partner

Maples and Calder

PO Box 309

Ugland House

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Exhibit B

OCP Questionnaire

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY Gawker Media Group, Inc., or Gawker Media LLC. (the "Debtors"):

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Maples and Calder, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

2. Date of retention: On or around December 2009.

3. Type of services provided:

Legal and corporate services.

4. Brief description of services to be provided:

Legal advice re Cayman Islands law.

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5. Arrangements for compensation:

Hourly – US\$900 for Suzanne Correy and US\$700 for Finn O'Hegarty

- (a) Average rate (if applicable):
(b) Estimated compensation: Not known.

6. Prepetition claims against any the Debtors held by the firm:

Amount of Claims: US\$5,000
Date claim arose: 2 August 2016
Source of Claim: Invoice

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N.A. _____
Status: _____
Amount of Claim: _____
Date claim arose: _____
Source of Claim: _____

8. Disclose the nature, and provide a brief description, of any interest adverse to the Debtors or to their estate respecting the matters on which the above-named firm is to be employed.

None.

